1 QUINN EMANUEL URQUHART & SULLIVAN, LLP Stephen A. Broome (CA Bar No. 314605) Andrew H. Schapiro (admitted pro hac vice) 2 stephenbroome@quinnemanuel.com andrewschapiro@quinnemanuel.com Viola Trebicka (CA Bar No. 269526) Teuta Fani (admitted *pro hac vice*) 3 violatrebicka@quinnemanuel.com teutafani@quinnemanuel.com Joseph H. Margolies (admitted pro hac vice) Crystal Nix-Hines (Bar No. 326971) 4 josephmargolies@quinnemanuel.com crystalnixhines@quinnemanuel.com 191 N. Wacker Drive, Suite 2700 5 Rachael L. McCracken (Bar No. 252660 Chicago, IL 60606 rachaelmccracken@quinneamanuel.com 6 Telephone: (312) 705-7400 Alyssa G. Olson (CA Bar No. 305705) Facsimile: (312) 705-7401 alyolson@quinnemanuel.com 7 865 S. Figueroa Street, 10th Floor 8 Los Angeles, CA 90017 Telephone: (213) 443-3000 9 Facsimile: (213) 443-3100 10 Jomaire Crawford (admitted *pro hac vice*) Xi ("Tracy") Gao (CA Bar No. 326266) jomairecrawford@quinnemanuel.com tracygao@quinnemanuel.com 11 D. Seth Fortenbery (admitted pro hac vice) Carl Spilly (admitted pro hac vice) sethfortenbery@quinnemanuel.com carlspilly@quinnemanuel.com 12 51 Madison Avenue, 22nd Floor 1300 I Street NW, Suite 900 13 New York, NY 10010 Washington D.C., 20005 Telephone: (212) 849-7000 Telephone: (202) 538-8000 14 Facsimile: (212) 849-7100 Facsimile: (202) 538-8100 15 16 Counsel for Defendant Google LLC 17 UNITED STATES DISTRICT COURT NORTHERN DISTRICT OF CALIFORNIA, OAKLAND DIVISION 18 CHASOM BROWN, et al., individually and Case No. 4:20-cv-03664-YGR-SVK 19 on behalf of themselves and all others similarly situated, **DECLARATION OF TEUTA FANI IN** 20 SUPPORT OF PARTIES' OMNIBUS Plaintiffs, **SEALING STIPULATION RE: MOTION** 21 FOR AN AWARD OF ATTORNEYS' v. 22 FEES, COSTS, AND SERVICE AWARDS GOOGLE LLC, 23 Judge: Hon. Yvonne Gonzalez Rogers Defendant. 24 25 26 27 28

Case No. 4:20-cv-03664-YGR-SVK

3 D
 4 fin
 5 th
 6 St

1

2

- 6 | 3 | 7 | 6 | 8 |
- 9 10 11
- 121314
- 1516
- 171819
- 20

21

- 2223
- 25

24

2627

28

- 1. I am an attorney with Quinn Emanuel Urquhart & Sullivan, LLP, attorneys for Defendant Google LLC ("Google") in this action. I make this declaration of my own personal, firsthand knowledge, and if called and sworn as a witness, I could and would testify competently thereto. Pursuant to Civil Local Rule 79-5 and Judge Yvonne Gonzalez Rogers' May 6, 2024, Standing Order in Civil Cases (the "Standing Order"), I submit this declaration in support of the Omnibus Sealing Stipulation regarding Dkts. 1107, 1108, 1112, 1114 and 1115.
- 2. On April 23, 2024, Plaintiffs filed an Administrative Motion to File Under Seal Portions of their Motion for an Award of Attorneys' Fees, Costs, and Service Awards and supporting papers ("Plaintiffs' Motion"). Dkts. 1107 1107-23. On April 24, 2024, I received unredacted service copies of the documents sought to be sealed.
- 3. On April 30, 2024, my colleague, Joseph Margolies, filed a declaration in support of Plaintiffs' Motion, describing the basis for sealing certain portions of Plaintiffs' Motion for an Award of Attorneys' Fees, Costs, and Service Awards and supporting papers and unsealing other portions. (Dkt. 1108 1108-5).
- 4. On June 7, 2024, Google filed an Administrative Motion to File Under Seal Portions of Google's Opposition to Plaintiffs' Motion for an Award of Attorneys' Fees, Costs, and Service Awards and supporting papers ("Google's Opposition"). Dkts. 1112 1112-31. That same day, Google provided unredacted service copies of the documents sought to be sealed to Plaintiffs.
- 5. On June 21, 2024, Plaintiffs filed a Temporary Sealing Motion re: Reply ISO Motion for an Award of Attorneys' Fees, Costs and Service Awards (Plaintiffs' Reply"). Dkts. 1115–1115-22. That same day, I received unreducted service copies of the documents sought to be sealed.
- 6. I have reviewed Plaintiffs' Motion, Google's Opposition, and Plaintiffs' Reply, and based on my review, there is good cause to seal the following information, for the reasons identified in the table below:

| Document(s) to be Sealed | Basis for Sealing |
|---------------------------------|--|
| Motion for an Award of | The information requested to be sealed contains Google's |
| Attorneys' Fees, Costs, and | highly confidential and proprietary information regarding |
| Service Awards (Dkt. 1107- | highly sensitive features of Google's internal systems and |
| 1/1108-2) | operations, including Google's internal financial analysis |

| Pages 23:9–10, 23:19 and metrics, that Google maintains as confident ordinary course of its business and is not gener to the public or Google's competitors. Such confidency and proprietary information reveals Google's internal prelating to competitive standing as competitive standing as competitive their systems and proprietary information affect Google's competitive standing as competitive standing as competitive standing as competitive standing as competitive their systems and practices relating to comproducts. It may also place Google at an increar cybersecurity threats, as third parties may seek information to compromise Google's internal prelating to competing products. The Court has ordered substantially identical material sealed. 804 at 15 (sealing portions of the Lasinski experience and appendices). Exhibit 6 to Mao Declaration — GOOG-BRWN-00406065 (Dkt. | rally known nfidential nternal ces for nt services, ective Order ic disclosure on could etitors may npeting ased risk of to use the oractices already See Dkt. |
|---|--|
| Pages 23:9–10, 23:19 ordinary course of its business and is not gener to the public or Google's competitors. Such con and proprietary information reveals Google's instrategies, system designs, and business practice operating and maintaining many of its important and falls within the protected scope of the Prote entered in this action. See Dkt. 81 at 2–3. Public of such confidential and proprietary information affect Google's competitive standing as comperating alter their systems and practices relating to compound products. It may also place Google at an increated information to compromise Google's internal prelating to competing products. The Court has ordered substantially identical material sealed. 804 at 15 (sealing portions of the Lasinski experand appendices). Exhibit 6 to Mao Declaration — GOOG-BRWN-00406065 (Dkt.) The information requested to be sealed contain highly confidential and proprietary information | rally known nfidential nternal ces for nt services, ective Order ic disclosure on could etitors may npeting ased risk of to use the oractices already See Dkt. |
| and proprietary information reveals Google's in strategies, system designs, and business practic operating and maintaining many of its important and falls within the protected scope of the Protected in this action. See Dkt. 81 at 2–3. Public of such confidential and proprietary information affect Google's competitive standing as competing alter their systems and practices relating to comproducts. It may also place Google at an increating cybersecurity threats, as third parties may seek information to compromise Google's internal prelating to competing products. The Court has ordered substantially identical material sealed. 804 at 15 (sealing portions of the Lasinski experience and appendices). Exhibit 6 to Mao Declaration — GOOG-BRWN-00406065 (Dkt.) The information requested to be sealed contain highly confidential and proprietary information | nternal ces for nt services, ective Order ic disclosure on could etitors may inpeting used risk of to use the oractices already See Dkt. |
| strategies, system designs, and business practice operating and maintaining many of its important and falls within the protected scope of the Protected in this action. See Dkt. 81 at 2–3. Public of such confidential and proprietary information affect Google's competitive standing as comperated alter their systems and practices relating to comproducts. It may also place Google at an increated information to compromise Google's internal prelating to competing products. The Court has ordered substantially identical material sealed. 804 at 15 (sealing portions of the Lasinski experimental products). Exhibit 6 to Mao Declaration – GOOG-BRWN-00406065 (Dkt.) The information requested to be sealed contain highly confidential and proprietary information. | ces for ent services, ective Order ic disclosure on could etitors may enpeting used risk of to use the practices already See Dkt. |
| operating and maintaining many of its importar and falls within the protected scope of the Protected in this action. See Dkt. 81 at 2–3. Public of such confidential and proprietary information affect Google's competitive standing as comperated alter their systems and practices relating to comproducts. It may also place Google at an increase cybersecurity threats, as third parties may seek information to compromise Google's internal prelating to competing products. The Court has ordered substantially identical material sealed. 804 at 15 (sealing portions of the Lasinski experand appendices). Exhibit 6 to Mao Declaration – GOOG-BRWN-00406065 (Dkt.) The information requested to be sealed contain highly confidential and proprietary information. | nt services, ective Order ic disclosure on could etitors may inpeting used risk of to use the oractices already See Dkt. |
| entered in this action. See Dkt. 81 at 2–3. Publio of such confidential and proprietary information affect Google's competitive standing as competitive alter their systems and practices relating to comproducts. It may also place Google at an increat cybersecurity threats, as third parties may seek information to compromise Google's internal prelating to competing products. The Court has ordered substantially identical material sealed. 804 at 15 (sealing portions of the Lasinski expensand appendices). Exhibit 6 to Mao Declaration – GOOG-BRWN-00406065 (Dkt. GOOG-BRWN-00406065 (Dkt. | ic disclosure on could etitors may inpeting ased risk of to use the practices already See Dkt. |
| of such confidential and proprietary information affect Google's competitive standing as competant alter their systems and practices relating to comproducts. It may also place Google at an increase cybersecurity threats, as third parties may seek information to compromise Google's internal prelating to competing products. The Court has ordered substantially identical material sealed. 804 at 15 (sealing portions of the Lasinski expensand appendices). Exhibit 6 to Mao Declaration — GOOG-BRWN-00406065 (Dkt. The information requested to be sealed contain highly confidential and proprietary information | on could etitors may inpeting used risk of to use the oractices already See Dkt. |
| affect Google's competitive standing as competitive alter their systems and practices relating to comproducts. It may also place Google at an increating cybersecurity threats, as third parties may seek information to compromise Google's internal prelating to competing products. The Court has ordered substantially identical material sealed. 804 at 15 (sealing portions of the Lasinski expensand appendices). Exhibit 6 to Mao Declaration — GOOG-BRWN-00406065 (Dkt. The information requested to be sealed contain highly confidential and proprietary information | etitors may inpeting ased risk of a to use the practices already See Dkt. |
| alter their systems and practices relating to comproducts. It may also place Google at an increa cybersecurity threats, as third parties may seek information to compromise Google's internal prelating to competing products. The Court has ordered substantially identical material sealed. 804 at 15 (sealing portions of the Lasinski experand appendices). Exhibit 6 to Mao Declaration — GOOG-BRWN-00406065 (Dkt. The information requested to be sealed contain highly confidential and proprietary information | npeting ased risk of to use the bractices already See Dkt. |
| cybersecurity threats, as third parties may seek information to compromise Google's internal prelating to competing products. The Court has ordered substantially identical material sealed. 804 at 15 (sealing portions of the Lasinski experand appendices). Exhibit 6 to Mao Declaration — GOOG-BRWN-00406065 (Dkt. Cybersecurity threats, as third parties may seek information to compromise Google's internal prelating to competing products. The Court has ordered substantially identical material sealed. 804 at 15 (sealing portions of the Lasinski experand appendices). The information requested to be sealed contain highly confidential and proprietary information | to use the bractices already See Dkt. |
| information to compromise Google's internal prelating to competing products. The Court has ordered substantially identical material sealed. 804 at 15 (sealing portions of the Lasinski expendences). Exhibit 6 to Mao Declaration — GOOG-BRWN-00406065 (Dkt. information to compromise Google's internal prelating to competing products. The Court has ordered substantially identical material sealed. 804 at 15 (sealing portions of the Lasinski expendences). The information requested to be sealed contain highly confidential and proprietary information | oractices already See Dkt. |
| relating to competing products. The Court has ordered substantially identical material sealed. 804 at 15 (sealing portions of the Lasinski experand appendices). Exhibit 6 to Mao Declaration — GOOG-BRWN-00406065 (Dkt. relating to competing products. The Court has ordered substantially identical material sealed. 804 at 15 (sealing portions of the Lasinski experand appendices). The information requested to be sealed contain highly confidential and proprietary information | already See Dkt. |
| 11 804 at 15 (sealing portions of the Lasinski experimental sealed. Exhibit 6 to Mao Declaration — GOOG-BRWN-00406065 (Dkt. GOOG-BRWN-00406065) GOOG-BRWN-00406065 (Dkt. Google substantially identical material sealed. 804 at 15 (sealing portions of the Lasinski experimental and appendices). The information requested to be sealed contain highly confidential and proprietary information. | |
| and appendices). Exhibit 6 to Mao Declaration — GOOG-BRWN-00406065 (Dkt. and appendices). The information requested to be sealed contain highly confidential and proprietary information | ert report |
| Exhibit 6 to Mao Declaration — The information requested to be sealed contain highly confidential and proprietary information | |
| GOOG-BRWN-00406065 (Dkt. highly confidential and proprietary information | |
| 10 | |
| operations including Google's internal project | - |
| Portions of pages: -6065–6069 pages: -6065–6069 protections, including Google's internal project | |
| as confidential in the ordinary course of its bus | |
| not generally known to the public or Google's Such confidential and proprietary information in | - |
| Google's internal strategies, system designs, ar | |
| practices for operating and maintaining many of | |
| important services, and falls within the protected the Protective Order entered in this action. See | |
| 19 2–3. Public disclosure of such confidential and | proprietary |
| information could affect Google's competitive | _ |
| to competing products. It may also place Goog | _ |
| increased risk of cybersecurity threats, as third | parties may |
| seek to use the information to compromise Goo internal practices relating to competing product | _ |
| 23 Exhibit 7 to Mao Declaration — The information requested to be sealed contain | |
| GOOG-CABR-03827263 (Dkt. highly confidential and proprietary information | n regarding |
| highly sensitive features of Google's internal signal and a sensitive features of Google's internal project. | |
| 25 Portions of page: -263 operations, including Google's internal project Google maintains as confidential in the ordinar | · |
| its business and is not generally known to the p | public or |
| Google's competitors. Such confidential and pr | |
| information reveals Google's internal strategies designs, and business practices for operating ar | |
| maintaining many of its important services, and | |

| 1 | Document(s) to be Sealed | Basis for Sealing |
|----|---|--|
| 2 | | within the protected scope of the Protective Order entered |
| | | in this action. <i>See</i> Dkt. 81 at 2–3. Public disclosure of such confidential and proprietary information could affect |
| 3 | | Google's competitive standing as competitors may alter |
| 4 | | their systems and practices relating to competing products. |
| 5 | | It may also place Google at an increased risk of cybersecurity threats, as third parties may seek to use the |
| | | information to compromise Google's internal practices |
| 6 | | relating to competing products. |
| 7 | Exhibit 11 to Mao Declaration (Dkt. 1107-14/1108-5) | The information requested to be sealed contains Google's highly confidential and proprietary information regarding |
| 8 | (DKI: 1107-14/1100-5) | highly sensitive features of Google's internal systems and |
| 9 | Pages: 7:6–7, 7:10, 9:22, 12:3, | operations, including details of Google's internal data |
| 9 | 12:5–6, 12:8, 12:11–12,13:23, 15:10, 26:9, 26:19 | storage infrastructure, that Google maintains as confidential in the ordinary course of its business and is not |
| 10 | 13.10, 20.9, 20.19 | generally known to the public or Google's competitors. |
| 11 | | Such confidential and proprietary information reveals |
| 12 | | Google's internal strategies, system designs, and business practices for operating and maintaining many of its |
| | | important services, and falls within the protected scope of |
| 13 | | the Protective Order entered in this action. See Dkt. 81 at |
| 14 | | 2–3. Public disclosure of such confidential and proprietary information could affect Google's competitive standing as |
| 15 | | competitors may alter their systems and practices relating |
| 16 | | to competing products. It may also place Google at an |
| | | increased risk of cybersecurity threats, as third parties may seek to use the information to compromise Google's |
| 17 | | internal practices relating to competing products. |
| 18 | Google LLC's Opposition to Plaintiffs' Motion for an Award of | The information requested to be sealed contains Google's highly confidential and proprietary information regarding |
| 19 | Attorneys' Fees, Costs, and | highly sensitive features of Google's internal systems and |
| | Service Awards (Dkt. 1112-1) | operations, including Google's internal financial analysis |
| 20 | Page 8:1-2, 19:19-20, 20:7 | and metrics, that Google maintains as confidential in the ordinary course of its business and is not generally known |
| 21 | 1 age 0.1 2, 15.15 20, 20.7 | to the public or Google's competitors. Such confidential |
| 22 | | and proprietary information reveals Google's internal strategies, system designs, and business practices for |
| 23 | | operating and maintaining many of its important services, |
| | | and falls within the protected scope of the Protective Order |
| 24 | | entered in this action. See Dkt. 81 at 2–3. Public disclosure of such confidential and proprietary information could |
| 25 | | affect Google's competitive standing as competitors may |
| 26 | | alter their systems and practices relating to competing |
| 27 | | products. It may also place Google at an increased risk of cybersecurity threats, as third parties may seek to use the |
| | | information to compromise Google's internal practices |
| 28 | | relating to competing products. The Court has already |

| 1 | Document(s) to be Sealed | Basis for Sealing |
|----|---|--|
| _ | | ordered substantially identical material sealed. See Dkt. |
| 2 | | 804 at 15 (sealing portions of the Lasinski expert report |
| 3 | Exhibit 9 to Broome Declaration | and appendices). The information requested to be sealed contains Google's |
| 4 | (Dkt. 1112-11) | highly confidential and proprietary information regarding |
| | (====================================== | highly sensitive features of Google's internal systems and |
| 5 | Pages 17:1, 17:4-5, 17:16, 19:1 | operations, including Google's internal metrics, that |
| 6 | | Google maintains as confidential in the ordinary course of |
| | | its business and is not generally known to the public or Google's competitors. Such confidential and proprietary |
| 7 | | information reveals Google's internal strategies, system |
| 8 | | designs, and business practices for operating and |
| 9 | | maintaining many of its important services, and falls |
| 9 | | within the protected scope of the Protective Order entered in this action. See Dkt. 81 at 2–3. Public disclosure of such |
| 10 | | confidential and proprietary information could affect |
| 11 | | Google's competitive standing as competitors may alter |
| | | their systems and practices relating to competing products. |
| 12 | | It may also place Google at an increased risk of |
| 13 | | cybersecurity threats, as third parties may seek to use the information to compromise Google's internal practices |
| | | relating to competing products. |
| 14 | Exhibit 13 to Broome Declaration | The information requested to be sealed contains Google's |
| 15 | (Dkt. 1112-15) | highly confidential and proprietary information regarding |
| 16 | Pages 04.2 04.8 04.12 05.22 | highly sensitive features of Google's internal systems and |
| 10 | Pages 94:3, 94:8, 94:12, 95:22 | operations, including Google's internal project names, that Google maintains as confidential in the ordinary course of |
| 17 | | its business and is not generally known to the public or |
| 18 | | Google's competitors. Such confidential and proprietary |
| | | information reveals Google's internal strategies, system |
| 19 | | designs, and business practices for operating and maintaining many of its important services, and falls |
| 20 | | within the protected scope of the Protective Order entered |
| 21 | | in this action. See Dkt. 81 at 2–3. Public disclosure of such |
| | | confidential and proprietary information could affect |
| 22 | | Google's competitive standing as competitors may alter their systems and practices relating to competing products. |
| 23 | | It may also place Google at an increased risk of |
| | | cybersecurity threats, as third parties may seek to use the |
| 24 | | information to compromise Google's internal practices |
| 25 | Exhibit 14 to Broome Declaration | relating to competing products. The information requested to be scaled contains Google's |
| | (Dkt. 1112-16) | The information requested to be sealed contains Google's highly confidential and commercially sensitive internal |
| 26 | (2) | revenue information, that Google maintains as confidential |
| 27 | Page 415:21 | in the ordinary course of its business and is not generally |
| 28 | | known to the public or Google's competitors. Such |
| 20 | | confidential and proprietary information reveals Google's |

| 1 | Document(s) to be Sealed | Basis for Sealing |
|----|--|---|
| 2 | | internal metrics and financial data, and falls within the |
| | | protected scope of the Protective Order entered in this action. <i>See</i> Dkt. 81 at 2–3. Public disclosure of such |
| 3 | | confidential information could affect Google's competitive |
| 4 | | standing as competitors may alter their systems and |
| | | practices relating to competing products. |
| 5 | Exhibit 18 to Broome Declaration | The information requested to be sealed contains Google's |
| 6 | (Dkt. 1112-20) | highly confidential and proprietary information regarding highly sensitive features of Google's internal systems and |
| 7 | Portions of pages 2, 4-22, 25-36 | operations, including various types of related Google's |
| | | internal projects, internal detection bits, data sources and |
| 8 | | logs, and their proprietary functionalities, as well as internal metrics, that Google maintains as confidential in |
| 9 | | the ordinary course of its business and is not generally |
| 10 | | known to the public or Google's competitors. Such |
| 10 | | confidential and proprietary information reveals Google's |
| 11 | | internal strategies, system designs, and business practices for operating and maintaining many of its important |
| 12 | | services, and falls within the protected scope of the |
| 13 | | Protective Order entered in this action. See Dkt. 81 at 2–3. |
| 13 | | Public disclosure of such confidential and proprietary |
| 14 | | information could affect Google's competitive standing as competitors may alter their systems and practices relating |
| 15 | | to competing products. It may also place Google at an |
| 13 | | increased risk of cybersecurity threats, as third parties may |
| 16 | | seek to use the information to compromise Google's |
| 17 | Declaration of Benjamin Kornacki | internal practices relating to competing products. The information requested to be sealed contains Google's |
| 10 | In Support of Google LLC's | highly confidential and proprietary information regarding |
| 18 | Opposition to Plaintiffs' Motion | highly sensitive features of Google's internal systems and |
| 19 | for an Award of Attorneys' Fees, | operations, including Google's internal detection bits, and |
| 20 | Costs, and Service Awards (Dkt. 1112-31) | logs, as well as internal metrics that Google maintains as confidential in the ordinary course of its business and is not |
| | | generally known to the public or Google's competitors. |
| 21 | Pages 2:12, 2:15-19, 3:21, 4:25- | Such confidential and proprietary information reveals |
| 22 | 26, 5:2, 5:12 | Google's internal strategies, system designs, and business practices for operating and maintaining many of its |
| 23 | | important services, and falls within the protected scope of |
| 24 | | the Protective Order entered in this action. See Dkt. 81 at 2–3. Public disclosure of such confidential and proprietary |
| | | information could affect Google's competitive standing as |
| 25 | | competitors may alter their systems and practices relating |
| 26 | | to competing products. It may also place Google at an |
| 27 | | increased risk of cybersecurity threats, as third parties may seek to use the information to compromise Google's |
| 27 | | internal practices relating to competing products. |
| 28 | | 1 |

Document(s) to be Sealed

Plaintiffs' Reply ISO Motion for

Costs, and Service Awards (Dkt.

an Award of Attorneys' Fees,

Nos. 1115-01, 1115-02)

Pages 5:24, 8:14-15

1

4

6

7

5

8

1011

1213

14

1516

17

18

19

2021

22

2324

25

2627

28

Basis for Sealing The information requested to be sealed contains Google's highly confidential and proprietary information regarding highly sensitive features of Google's internal systems and operations, including Google's internal logs and internal metrics, that Google maintains as confidential in the ordinary course of its business and is not generally known to the public or Google's competitors. Such confidential and proprietary information reveals Google's internal strategies, system designs, and business practices for operating and maintaining many of its important services, and falls within the protected scope of the Protective Order entered in this action. See Dkt. 81 at 2-3. Public disclosure of such confidential and proprietary information could affect Google's competitive standing as competitors may alter their systems and practices relating to competing products. It may also place Google at an increased risk of cybersecurity threats, as third parties may seek to use the information to compromise Google's internal practices relating to competing products.

7. Google's request is narrowly tailored in order to protect its confidential information. These reductions are limited in scope and volume. Because the proposed reductions are narrowly tailored and limited to portions containing Google's highly confidential or confidential information, Google requests that the portions of the aforementioned documents be reducted from any public version of those documents.

I declare under penalty of perjury of the laws of the United States that the foregoing is true and correct. Executed in Los Angeles, California on July 5, 2024.

By /s/ *Teuta Fani*Teuta Fani